

Tennessee Department of State
Division of Business Services

FILING GUIDE

LIMITED PARTNERSHIPS



Riley C. Darnell
Secretary of State

2002 Revised Edition

NOTE: Pages 37-52 of the Limited Partnerships Filing Guide, containing filing forms and the fee schedule, are not included in this Internet version of the Guide. For these items, please refer to other links under the Corporations section of our website.

Tennessee Department of State Division of Business Services

MISSION

The mission of the Division of Business Services is to execute the statutory processing and recordkeeping duties of the Secretary of State relating to businesses in Tennessee.

GOAL

Our goal is to provide our customers with document processing services that are prompt, accurate and complete.

The Department of State is an equal opportunity, equal access, affirmative action employer. Department of State, Authorization No. 305253, 1000 copies, October 2002. This public document was promulgated at a cost of \$1.69 per copy.

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INTRODUCTION

Over 8,500 active limited partnerships currently exist in Tennessee. New limited partnerships are formed at a rate of over 500 per year.

The Secretary of State is responsible for receipting and maintaining many of the documents that these businesses are required to file with the State of Tennessee. Filing documents include certificates and other instruments mentioned in this filing guide.

The Division of Business Services is the section of the Department of State that is responsible for executing the duties and functions of the Secretary of State relative to business filings. In addition to receipting and maintaining business documents, the Division provides information to the public relating to filed documents.

On an annual basis, the Division of Business Services completes over 190,000 filing transactions, responds to over 175,000 telephone inquiries, and provides over 30,000 certifications or copies of filed documents. In fiscal year 2001-2002, the Division collected over 14.2 million dollars in filing and certification fees.

The Division of Business Services also maintains approximately 8.5 million business documents on 4,500 rolls of microfilm.

This publication is intended as an **introductory guide** to the filing of limited partnership documents that are required or permitted to be filed with the Division of Business Services under the Tennessee Revised Uniform Limited Partnership Act. The guide does **not** include information on any limited partnership filing requirements pertaining to other state or federal agencies.

Please also note that this publication is not intended to be a comprehensive manual for establishing and maintaining a limited partnership in Tennessee and is not a replacement for the statutes or for legal or other professional advice.

The Tennessee Revised Uniform Limited Partnership Act can be found in the Tennessee Code Annotated, Sections 61-2-101 through 61-2-1208.

This publication reflects current statutory requirements through the 2002 Regular Session of the 102nd General Assembly.

October 1, 2002



DOCUMENT FILING

CUSTOMER SERVICE INFORMATION

- **FORMS AND FEE SCHEDULE.** Forms and a fee schedule are available from the Division of Business Services and may be obtained from our Internet website (see below), by contacting our office at **615-741-2286**, or in person on the 6th floor of the William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee. For your convenience, an index of forms, copies of applicable forms, and a fee schedule are included at the end of this filing guide.
- **INTERNET WEBSITE.** The Division of Business Services has a World Wide Web page that currently contains:
 - General information about the Division of Business Services
 - Forms and fee schedules
 - Filing guides and information brochures
 - E-mail access to the Division (but currently **not** for document filing)
 - E-mail change of principal office mailing address
 - Searchable online Business Information and Business Name Availability databases

The Division's site may be accessed via the Secretary of State's home page at:

<http://www.state.tn.us/sos/>

- **MAILING ADDRESS.** The mailing address of the Division of Business Services is:

**State of Tennessee
Department of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243**

- **COUNTER SERVICE.** Customers may file documents or obtain certification services in person during regular business hours (8:00 a.m. until 4:30 p.m. (CST) Monday - Friday). The Division is located on the 6th floor of the William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee. Directions to the office are available on our website (see above).
- **E-MAIL ADDRESS.** The Division of Business Services may be e-mailed by writing:

Business.Services@state.tn.us

- **FAX NUMBER.** The Division of Business Services fax number is:

615-532-9870

- **DATABASE INFORMATION.** The following limited partnership (LP) information is maintained “on-line” on the Division of Business Services computer database:

- | | |
|-----------------------|--|
| • LP Name | • Filing date |
| • Date of Formation | • Qualification Date |
| • Status of LP | • Status of Certificate
of Registration |
| • Place Formed | • Registered Agent |
| • LP Duration | • Registered Office |
| • Fiscal Year Closing | • Principal Office |
| • Amendments | |
| • Cancellation Date | |

The database information is available from our online searchable Business Information database at www.state.tn.us/sos/. In addition, telephone inquiries may be made directly to the Division of Business Services from 8:00 a.m. until 4:30 p.m. (CST) Monday - Friday. **The number to call for this information is:**

615-741-2286

- **CERTIFICATION INFORMATION.** The number to call for information on how to obtain certification services is:

615-741-6488

- **GENERAL TELEPHONE NUMBER.** For other assistance relating to document filing, please contact us at:

615-741-2286

- **TAX INFORMATION.** The following departments should be contacted as appropriate for tax information:

State franchise & excise tax or sales tax: Tennessee Department of Revenue. **The number to call is 615-253-0600 or 800-342-1003.**

State unemployment tax: Tennessee Department of Labor & Workforce Development. **The number to call is 615-741-1315 or 800-344-8337.**

- **COPIES OF STATUTES.**

The Division of Business Services does not provide copies of the Tennessee Revised Uniform Limited Partnership Act and related statutes. This information usually is available at public libraries, law libraries and other locations that have access to the Tennessee Code Annotated (TCA). An unannotated version of the Tennessee Code currently is available on the Internet at www.michie.com/.

Certified copies of specific statutory provisions may be obtained by contacting the Tennessee Department of State, Administrative Procedures Division, at 312 Eighth Avenue North, 8th Floor, William R. Snodgrass Tower, Nashville, TN 37243, telephone number **615-741-7008**. The cost is \$2.00 per certification and \$0.25 per page.

Lexis Publishing currently publishes a reference manual entitled ***Tennessee Corporations, Partnerships and Associations Law Annotated.*** For purchasing information, contact Lexis Publishing, PO Box 7587, Charlottesville, VA 22906-7587, or call 1-800-562-1197.

GENERAL FILING INFORMATION

- **FORMS.** The Division of Business Services provides forms for many filings under the Tennessee Revised Uniform Limited Partnership Act and other related statutes. The use of these forms is encouraged to ensure that all of the statutory requirements for filing are met. However, the use of these forms is NOT mandatory; any document properly executed that meets all of the statutory requirements will be accepted for filing.
- **RECEIPT STAMP.** Any document received by the Division of Business Services, regardless of the method of delivery, is endorsed upon receipt with a date and time stamp. This date and time become the official filing date and time if the document is accepted for filing.
- **MICROFILMING.** An original document received by the Division of Business Services is either microfilmed or optically imaged. After processing, the original document (except an annual report) is returned to the applicant.
- **FEE PAYMENT.** The document to be filed must be accompanied by the correct fee payment, with check, bank draft, money order or other such instrument made payable to the Tennessee Secretary of State. A check, bank draft, money order or other such instrument that is dishonored upon presentation for payment of any filing constitutes grounds for rescission of the filing action for which the payment was tendered.
- **ACCEPTED FILINGS.** A document accepted for filing by the Division of Business Services is marked “Filed,” stamped with the name and title of the Secretary of State, and returned to the applicant. An acknowledgment letter is also provided as documentation of the filing and the receipt of the appropriate fees.
- **REJECTED FILINGS.** A document rejected for filing by the Division of Business Services is returned to the applicant with a letter identifying the reason(s) for document rejection and acknowledging the receipt of the submitted fees. A copy of the rejection letter must accompany any filing resubmission. Any request for a refund of submitted fees should be sent in writing to the Division of Business Services.
- **MONTH CALCULATIONS.** In calculating time requirements, a month means the time from any day of any month to the corresponding day of the succeeding month, if any, and if none, the last day of the succeeding month. A

period of two or more months means the time from any day of the first month in such period to the corresponding day of the last month in such period, if any, and if none, the last day of the last month in such period.

- **APPEAL RIGHTS.** A customer has the right under TCA §61-2-1107 for judicial review of the decision of the Division of Business Services to refuse to file a document. Any judicial review must be conducted in accordance with the provisions of the Tennessee Uniform Administrative Procedures Act, found in Tennessee Code Annotated, Title 4, chapter 5.
- **MINISTERIAL DUTY.** The duty of the Division of Business Services to file a document is ministerial. The Division's action in filing or refusing to file a document:
 - Does not affect the validity or invalidity of the document;
 - Does not relate to the correctness or incorrectness of information contained in the document;
 - Does not create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect (however, see page 14 regarding certificates of limited partnership); and
 - Does not establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

BASIC FILING REQUIREMENTS

- A document must satisfy the requirements of parts 1, 2 & 9 of the Tennessee Revised Uniform Limited Partnership Act and other related statutes before it can be filed with the Division of Business Services.
- Only documents required or permitted to be filed by parts 1, 2 & 9 of the Tennessee Revised Uniform Limited Partnership Act and other related statutes can be accepted for filing with the Division of Business Services.

- A document must contain all of the information required by parts 1, 2 & 9 of the Tennessee Revised Uniform Limited Partnership Act. It may contain other information as well.
- The document must be typewritten or printed in ink in a clear and legible fashion on one side of letter or legal size paper.
- The document must be in the English language. A limited partnership name need not be in English if written in English letters or Arabic or Roman numerals.
- The person executing the document must sign it and state beneath or opposite the person's signature such person's name and the capacity in which such person signs.
- The document should contain a statement that makes it clear that it is being filed pursuant to the Tennessee Revised Uniform Limited Partnership Act.
- In general, any certificate must be signed by at least one general partner. However, special execution requirements apply to certificates of limited partnership, amendments to certificates of limited partnership, certificates of cancellation and certificates of merger.
- Unless otherwise provided in the partnership agreement, any person may sign any certificate or amendment thereto, or enter into a partnership agreement or amendment thereto by an agent, including an attorney-in-fact. An authorization, including a power of attorney, to sign any such document must be in writing, but need not be sworn to, verified or acknowledged, and need not be filed with the Division of Business Services. However, a general partner must retain any such written authorization.
- The execution of a certificate by a general partner constitutes an oath or affirmation, under the penalties of perjury that, to the best of the general partner's knowledge and belief, the facts stated therein are true.
- In addition, if any certificate contains a materially false statement, one who suffers loss by reasonable reliance on the statement may recover damages for the loss from:
 1. Any general partner who executes the certificate and knew or should have known the statement to be false in any material respect at the time the certificate was executed; and

2. Any general partner who thereafter knows that any arrangement or other fact described in the certificate is false in any material respect or has changes, making the statement false in any material respect, if that general partner had sufficient time to amend or cancel the certificate, or to file a petition for its amendment or cancellation, before the statement was reasonably relied upon.
- However, no general partner shall have any liability for failing to cause the amendment or cancellation of a certificate to be filed or failing to file a petition for its amendment or cancellation if the certificate, amendment or petition is filed within ninety days of when that general partner knew or should have known that the statement in the certificate was false in any material respect.
 - No certificate of limited partnership or application for registration can be filed with the Division of Business Services unless the document designates the registered agent and registered office of the limited partnership. Thereafter, no other document can be filed with the Division of Business Services if, at the time of filing, the limited partnership does not have a registered agent or registered office designated (unless the limited partnership simultaneously files a statement designating the registered agent and/or registered office, as appropriate).
 - **Important note concerning limited partnerships formed at the county level prior to the Tennessee Revised Uniform Limited Partnership Act:** No documents for such limited partnerships may be filed with the Division of Business Services unless and until a certificate of limited partnership (or comparable document) has been properly filed with the Division of Business Services. Such a certificate must indicate that the limited partnership elects to be governed by the Tennessee Revised Uniform Limited Partnership Act.

EFFECTIVE TIME AND DATE

- In general, a document accepted for filing by the Division of Business Services is effective:
 1. At the time of filing on the date it is filed with the Division of Business Services, as evidenced by the Division's date and time endorsement on the original document; or

2. At the time specified in the document as its effective time on the date it is filed.
- A document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified.
 1. If a delayed effective date but not time is specified, the document is effective at the close of business on that date.
 2. **A delayed effective date for a document may not be later than the ninetieth day after the date it is filed with the Division of Business Services.**
 3. Due to their nature, the following documents may **NOT** specify a delayed effective time and date:
 - Application for Reserved Name
 - Notice of Transfer/Cancellation of Reserved Name
 - Application for Registered Name
 - Application for Renewal of Registered Name
 - Certificate of Cancellation
 - Certificate of Correction

FORMING A LIMITED PARTNERSHIP IN TENNESSEE UNDER THE TENNESSEE REVISED UNIFORM LIMITED PARTNERSHIP ACT

BY WHOM AND WHEN

- One or more individuals (but not less than all of the general partners) may form a limited partnership under the Tennessee Revised Uniform Limited Partnership Act by filing a certificate of limited partnership with the Division of Business Services.
- Unless a delayed effective date is specified, the limited partnership is formed and its existence begins on the date that the certificate of limited partnership is

filed with the Division of Business Services. The file date is the date the certificate is received and officially date and time stamped by the Division of Business Services, regardless of the method of delivery.

- All limited partnerships formed on or after January 1, 1989 are governed by the Tennessee Revised Uniform Limited Partnership Act.
- Except as provided below, any limited partnership formed prior to January 1, 1988, is governed by the provisions of Tennessee Code Annotated, Title 62, chapter 2 in effect prior to the adoption of the Tennessee Revised Uniform Limited Partnership Act. However, such a limited partnership cannot have its term extended except under the provisions of the Tennessee Revised Uniform Limited Partnership Act.
- Any limited partnership formed prior to January 1, 1989, may elect to be governed by the Tennessee Revised Uniform Limited Partnership Act by filing with the appropriate Register of Deeds prior to January 1, 1989, and with the Division of Business Services on and after January 1, 1989, a certificate of limited partnership. Alternatively, such a limited partnership may file a certificate of amendment that would cause its certificate of limited partnership to comply with the Tennessee Revised Uniform Limited Partnership Act and that specifically states that it is electing to be so bound. Such certificates may be filed by any general partner without the necessity of obtaining the approval of any limited partner.
- Any limited partnership formed on or after January 1, 1988, and prior to January 1, 1989, is governed by the Tennessee Revised Uniform Limited Partnership Act as of July 1, 1989. However, any such limited partnership need not file a certificate of amendment that would cause its certificate of limited partnership to comply with the Tennessee Revised Uniform Limited Partnership Act until the occurrence of an event that requires the filing of a certificate of amendment.

LIMITED PARTNERSHIP NAME

- As part of the formation process, a name for the limited partnership must be chosen which meets the requirements set forth in TCA §61-2-102 mentioned below.
- A limited partnership name must contain the words “Limited Partnership” or the abbreviation “L.P.”
- The name of a limited partnership cannot contain the word “corporation” or “incorporated” or an abbreviation of either or both of these words.
- The name of a limited partnership **may** contain the words “association,” “club,” “company,” “foundation,” “fund,” “institute,” “society,” “union,” “syndicate,” “limited,” “trust” or abbreviations of like import. However, if a limited partnership’s name contains the word “mortgage,” “bank,” “credit union” or “trust,” written approval must be obtained from the Tennessee Department of Financial Institutions prior to filing documents with the Division of Business Services (except an application for reservation of name).
- The name of a limited partnership **may** also contain the name of a partner.
- A limited partnership’s name must be distinguishable from any other name on file with the Division of Business Services. The name must be distinguishable from the names of other existing Tennessee limited partnerships, corporations, both for-profit and nonprofit, limited liability companies, limited liability partnerships, assumed names and any name that has been reserved or registered for use in this State.
- The Division of Business Services reviews a proposed limited partnership name only to determine whether the name is distinguishable on its face from all other active, reserved and registered names on record in its corporate management database and satisfies the filing requirements under the Tennessee Revised Limited Partnership Act. The Division’s action in determining name distinguishability is ministerial and does not serve to insure, regulate or license the use of such a name.
- In general, a name is distinguishable from other names if it contains one or more different letters, and/or words, or it has a different sequence of letters and/or words, from all other active, reserved and registered names in the

Division's corporate management system database. Differences between singular and plural forms of words are distinguishing.

- A name is **not** distinguishable by using required ending words such as “incorporated,” “corporation,” “company,” “limited liability company,” “limited partnership,” “limited liability partnership” or abbreviations of such words.
- A name is **not** distinguishable by differences in punctuation or capitalization, or the presence or absence of articles, conjunctions or prepositions as symbols or words (including “the,” “a,” “and,” “of,” “in,” “at” and “plus”).
- In determining whether a name is distinguishable on its face from other names, the Division of Business Services compares the proposed name to other names listed in its corporate management system database, and makes no review of other databases, such as state and federal trademarks.
- In determining whether a name is distinguishable on its face from other names, and in determining whether a limited partnership name satisfies the filing requirements under the Tennessee Revised Limited Partnership Act, the Division of Business Services makes no determination as to whether the use of a name constitutes unfair competition, unfair trade practice, or name infringement with other businesses already in existence.
- A preliminary check for name availability can be made by using the Business Name Availability database at our website (see page 1) or by telephoning the Division of Business Services at **615-741-2286**. This preliminary check is not a statutory requirement, does not guarantee that the name will be deemed distinguishable at the time of filing, and does not convey any rights to the use of the name.
- An applicant limited partnership can request to use a name that is not distinguishable from the name used by an existing business under the following circumstances:
 1. The applicant limited partnership submits an application to use an indistinguishable name, accompanied by payment of an additional \$20 filing fee. The application must include a written consent that is executed by a person authorized to act for the existing business and indicates that the existing business (1) consents to the use of the name by the applicant limited partnership and (2) agrees to change

its own name to a distinguishable name (or to terminate its existence / withdraw its certificate of authority) within 60 (sixty) days; or

2. The applicant limited partnership submits a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant limited partnership's right to use the name applied for in Tennessee.
- If the limited partnership's name contains the word "mortgage," "bank," "banks," "banking," "credit union," or "trust," written approval must be first obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services.
 - The use of the word "cemetery" in a company name must be approved in writing and in advance by the Tennessee Department of Commerce & Insurance if the business relates to a cemetery for humans.
 - A name may be reserved prior to formation by filing an application for reservation of limited partnership name with the Division of Business Services (see next section).

RESERVED NAME

- An applicant may reserve the exclusive use of a limited partnership name by filing an application for reserved name with the Division of Business Services.
- The application for reserved name must set forth the name and address of the applicant and the name proposed to be reserved.
- If the proposed limited partnership name meets the name requirements of TCA §61-2-102 mentioned above and is available, the name is reserved for the applicant's exclusive use for a period of four calendar months. At the end of four months, the same party or any other party may apply to reserve the same name.
- The owner of a reserved limited partnership name may transfer the reservation to another person by filing with the Division of Business Services a notice of the transfer signed by the owner. The notice must state the name and address of the transferee.

- The reservation of a specific name may be canceled by filing with the Division of Business Services a notice, executed by the applicant or transferee, specifying the name reservation to be canceled and the name and address of the applicant or transferee.
- The Division of Business Services provides form **#SS-4476** for an application for reservation of name.
- The filing fee for reserving, transferring or canceling a name is **\$20.00**.

CERTIFICATE OF LIMITED PARTNERSHIP

- The certificate of limited partnership sets forth the items required under TCA §61-2-201 for an individual or a group of individuals to form a limited partnership. The required items are:
 1. A limited partnership name that satisfies the name requirements of TCA §61-2-102 (see page 10);
 2. The street address in Tennessee and zip code of the limited partnership's initial registered office, the county in which the office is located, and the name of its initial registered agent at that office;
 3. The street address and zip code of the principal office of the limited partnership;
 4. The name and the business, residence or mailing address of each general partner; and
 5. If a limited partnership created prior to January 1, 1989, the date of formation and a statement that the partnership elects to be governed by the Tennessee Revised Uniform Limited Partnership Act.
 6. Any other matters not inconsistent with the partnership agreement that the partners determined to include therein.
- NOTE: TCA §61-2-201(b) provides that the partnership agreement shall **not** be filed with the Division of Business Services.
- All general partners must sign an initial certificate of limited partnership.

- As a general rule, the filing of the certificate of limited partnership with the Division of Business Services is evidence that there has been substantial compliance with the statutory requirements for the formation of a limited partnership.
- The fact that a certificate of limited partnership is on file with the Division of Business Services is notice that the partnership is a limited partnership and is notice of all facts set forth in the certificate of limited partnership that are required by TCA §§ 61-2-201(a)(1)-(3) and 61-2-202(g).
- The duration of a limited partnership is fifty years unless the certificate of limited partnership provides otherwise.
- The Division of Business Services provides form **#SS-4470** for filing a certificate of limited partnership.
- The filing fee for a certificate of limited partnership is **\$100.00**.

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

- A limited partnership may amend its certificate at any point after it has been filed.
- A general partner who becomes aware that any statement in a certificate of limited partnership was false when made, or that any matter described in a certificate of limited partnership has changes, making the certificate false in any material respect, must promptly amend the certificate.
- In addition to the general requirement noted above, a general partner must file an amendment to the certificate of limited partnership **no later than sixty days** after the happening of any of the following events:
 1. The admission of a new general partner;
 2. The withdrawal of a general partner; or
 3. A change in the name of the limited partnership or a change in the address of the limited partnership's principal office.
- An amendment to the certificate of limited partnership may be used for a change in the registered agent or registered office.

- An amendment to the certificate of limited partnership must be filed if either of the following events occur after the dissolution of a limited partnership but before the filing of a certificate of cancellation:
 1. A certificate of limited partnership has been amended to reflect the withdrawal of all general partners of a limited partnership; or
 2. A person shown on a certificate of limited partnership as a general partner is not winding up the limited partnership's affairs.

In these cases the certificate of limited partnership must be amended to set forth the name and the business, residence or mailing address of each person winding up the limited partnership's affairs. Each of these persons must execute and file such a certificate of amendment.

- An amendment to the certificate of limited partnership must set forth:
 1. The name of the limited partnership; and
 2. The amendment to the certificate.
- An amendment to the certificate must be signed by at least one general partner and by each other general partner designated in the amendment as a new general partner. If the amendment reflects the withdrawal of a general partner, that former general partner need not sign the amendment.
- The Division of Business Services provides form **#SS-4471** for filing an amendment to the certificate of limited partnership, and the filing fee is **\$20.00**.

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

- A limited partnership at any time may integrate into a single instrument all of the provisions of its certificate of limited partnership and any subsequent documents filed with the Division of Business Services that are then in effect and operative. It may also at the same time amend its certificate of limited partnership by adopting a restated certificate of limited partnership.
- In general, any amendment or change included in a restated certificate is subject to the provisions of the Tennessee Revised Uniform Limited

Partnership Act relating to an amendment to the certificate of limited partnership (see page 14).

- If the restated certificate of limited partnership merely restates and integrates but does not further amend the initial certificate of limited partnership (and any subsequent amendments and supplements as filed with the Division of Business Services), it must be designated as a “restated certificate of limited partnership” and executed by a general partner.
- If the restated certificate of limited partnership reflects the withdrawal of a general partner as a general partner, that former general partner need not sign the restated certificate.
- If the restated certificate restates and integrates and also amends in any respect the certificate of limited partnership (and any subsequent amendments and supplements as filed with the Division of Business Services), it must be designated as an “amended and restated certificate of limited partnership” and executed by at least one general partner and by each other general partner designated in the restated certificate as a new general partner.
- A restated certificate of limited partnership must set forth:
 1. The limited partnership’s present name;
 2. The date of the filing of the limited partnership’s original certificate of limited partnership;
 3. If the restated certificate is not to be effective upon filing, the future effective date or time (which must be a date or time certain);
 4. A statement that the restated certificate was duly executed and is being filed in accordance with TCA §61-2-210;
 5. If the restated certificate only restates and integrates and does not further amend the certificate of limited partnership as previously amended and supplemented, and there is no discrepancy between those provisions and the restated certificate, a statement to that effect; and
 6. All of the information required in the original certificate of limited partnership, except that the current instead of the initial registered agent and registered office must be stated.

- Upon the effective date of the restated certificate of limited partnership, the initial certificate of limited partnership is superseded and the restated certificate, including any further amendment or changes, constitutes the certificate of limited partnership. However, the original effective date of formation remains unchanged.
- The filing fee for a restated certificate of limited partnership is **\$20.00**. The filing fee for an amended and restated certificate of limited partnership is **\$20.00**.

REGISTERED OFFICE AND REGISTERED AGENT

- A limited partnership must **continuously** maintain in this State both a registered office and a registered agent.
- The registered office may (but need not) be the same office as the limited partnership's place of business.
- The registered agent may be:
 1. An individual who resides in this State and whose business office is identical with the registered office;
 2. A domestic corporation whose business office is identical with the registered office; or
 3. A foreign corporation authorized to transact in this State whose business office is identical with the registered office.
- If a registered agent resigns or is unable to perform the registered agent's duties, the limited partnership must promptly designate another registered agent.

Change of Registered Office or Agent, by Limited Partnership

- A limited partnership may change its registered office or registered agent by filing with the Division of Business Services a statement of change that sets forth:
 1. The name of the limited partnership;
 2. The street address of the current registered office;
 3. If the current registered office is to be changed, the street address of the new registered office, the zip code for the office, and the county in which the office is located;
 4. The name of the current registered agent;
 5. If the current registered agent is to be changed, the name of the new registered agent; and
 6. A statement that after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.
- The Division of Business Services provides form **#SS-4477** for filing a change of registered office or registered agent, by the limited partnership.
- The filing fee for a change of registered office or registered agent, by the limited partnership, is **\$20.00**.

Change of Registered Office, by Registered Agent

- A registered agent who changes the street address of the registered agent's business office may change the street address of the registered office of any limited partnership for which the registered agent is the registered agent by notifying the limited partnership in writing of the change and by filing with the Division of Business Services a statement of change that is signed (either manually or in facsimile) by the registered agent and which sets forth:
 1. The items mentioned above for the statement of change as filed by a limited partnership; and
 2. A statement that the limited partnership has been notified of the change.

- The Division of Business Services provides form **#SS-4478** for filing a change of registered office, by the registered agent.
- The filing fee for changes of registered office submitted at one time by a registered agent is **\$5 per business, with a minimum fee due of \$20.00**. Please contact the Division of Business Services for special procedures and forms applicable to mass registered office changes.

Resignation of Registered Agent

- A registered agent may resign the agency appointment by signing and filing with the Division of Business Services an original statement of resignation, accompanied by the registered agent's certification that the registered agent has mailed a copy of the resignation to the principal office of the limited partnership by certified mail. The statement may also include a statement that the registered office is also discontinued.
- The agency appointment of a registered agent is terminated, and if applicable, the registered office is discontinued, on the date on which the resignation statement is filed with the Division of Business Services.
- The Division of Business Services provides form **#SS-4479** for filing a statement of resignation of the registered agent.
- The filing fee for a resignation statement is **\$20.00**.

CERTIFICATE OF MERGER

- Mergers are governed by TCA §61-2-211.
- After the merger is approved, the domestic limited partnership or business entity surviving or resulting in the merger must file with the Division of Business Services a certificate of merger. The certificate must set forth:
 1. The name, jurisdiction and date of formation or organization of each domestic limited partnerships or other entities which are to merge;

2. A statement that the agreement of merger has been approved and executed by each of the domestic limited partnerships and other business entities which are a party to the merger;
 3. The name of the surviving or resulting domestic limited partnership or other business entity;
 4. The future effective date or time (a date or time certain and in compliance with TCA §61-2-1104(b)) of the merger if it is not to be effective upon the filing of the certificate of merger;
 5. A statement that the agreement of merger is on file at a place of business of the surviving or resulting domestic limited partnership or other business entity, and the address of that location;
 6. A statement that a copy of the agreement of merger will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other entity which is or was a party to the merger; and
 7. If the surviving or resulting entity is not a domestic limited partnership or corporation organized under the laws of Tennessee, a statement that the surviving or resulting other business entity agrees that it may be served with process in the State in any action, suit or proceeding for the enforcement of any obligation of any domestic limited partnership that is to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, and specifying the address to which a copy of such process shall be mailed to it by the Secretary of State.
- If a domestic limited partnership is filing a certificate of merger, the certificate must be signed by at least one general partner. If another business entity as defined in TCA §61-2-211(a) is filing a certificate of merger, a person authorized by such other business entity must sign the certificate.
 - Unless a future effective date or time is provided in the certificate of merger, merger takes effect upon the filing with the Division of Business Services of the certificate of merger.
 - A certificate of merger acts as a certificate of cancellation for a domestic limited partnership that is not the surviving or resulting entity in the merger.

- The filing fee for a certificate of merger is **\$100.00**.

DISSOLUTION

- A domestic limited partnership may be dissolved in four ways:
 1. At the time or upon the happening of events specified in the partnership agreement;
 2. Written consent of all partners;
 3. In the event of withdrawal of a general partner, unless at the time there is at least one other general partner and the partnership agreement permits the business of the limited partnership to be carried on by the remaining general partner and that partner does so;
or
 4. Entry of a decree of judicial dissolution under TCA §61-2-802.
- Note: A limited partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal under #3 above, if, within ninety days after the withdrawal, all partners agree in writing to continue the business of the limited partnership and to the appointment, effective as of the date of withdrawal, of one or more additional general partners if necessary or desired.
- Upon dissolution of the limited partnership, a certificate of cancellation must be filed with the Division of Business Services (see next section).
- An amendment to the certificate of limited partnership may need to be filed with the Division of Business Services if certain events occur after dissolution but prior to the filing of a certificate of cancellation (see pages 14-15).

CERTIFICATE OF CANCELLATION

- A certificate of limited partnership must be canceled upon the dissolution and the completion of winding up of the limited partnership or at any other time there are no limited partners.
- Cancellation is accomplished by filing with the Division of Business Services a certificate of cancellation setting forth:
 1. The name of the limited partnership;
 2. The date of the filing of its certificate of limited partnership;
 3. The reason for the filing of the certificate of cancellation;
 4. The future effective date or time (which must be a date or time certain) of cancellation if it is not be effective upon the filing of the certificate; and
 5. Any other information that the person filing the certificate of cancellation determines necessary or desirable to include.
- All general partners must sign a certificate of cancellation or, if the general partners are not winding up the limited partnership's affairs, by all liquidating trustees. However, if the limited partners are winding up the limited partnership's affairs, a certificate of cancellation need be signed only by a majority of the limited partners.
- Unless another date or time is provided in the certificate of cancellation, the existence of the limited partnership is terminated upon the filing with the Division of Business Services of the certificate of cancellation.
- The Division of Business Services provides form **#SS-4472** for filing a certificate of cancellation of limited partnership.
- The filing fee for a certificate of cancellation is **\$20.00**.

ADMINISTRATIVE REVOCATION BY DEPARTMENT OF REVENUE

- The certificate of limited partnership may be revoked by the Commissioner of Revenue for failure to file applicable reports and/or for nonpayment of applicable fees and taxes. See TCA §67-4-2016 and §67-4-2116. The certificate is automatically revoked upon certification by the Commissioner of Revenue to the Division of Business Services of such noncompliance.

REINSTATEMENT FOLLOWING ADMINISTRATIVE REVOCATION BY DEPARTMENT OF REVENUE

- A limited partnership whose certificate has been administratively revoked by the Commissioner of Revenue may be reinstated by complying with the reinstatement procedures of the Department of Revenue and thereafter by submitting to the Division of Business Services a reinstatement fee of \$20.

Thereafter, the Division of Business Services will reinstate the limited partnership as soon as the Division receives electronic tax clearance verification from the Department of Revenue.

- Alternatively, the Department of Revenue may issue to the Division of Business Services a clearance notification indicating that a limited partnership is entitled to reinstatement under TCA §67-4-2016 or §67-4-2116. Upon receipt of such a notification, the Division may send a notice of reinstatement clearance to the limited partnership. The Division of Business Services will reinstate the limited partnership's certificate upon receipt of the \$20 reinstatement fee.
- A limited partnership may be reinstated only if its name satisfies the requirements set forth in TCA §61-2-102.

FOREIGN LIMITED PARTNERSHIPS TRANSACTING BUSINESS IN TENNESSEE

PRECONDITION FOR TRANSACTING BUSINESS

- A foreign limited partnership (any limited partnership formed outside Tennessee) wishing to conduct business in Tennessee must obtain a certificate of registration before commencing business activities.
- The provisions of Tennessee law relative to material misrepresentations apply to obtaining, amending or canceling a certificate of registration (see pages 6-7).
- **Consequences of a foreign limited partnership transacting business without authority:**
 - **A foreign limited partnership that transacts business or conducts affairs in Tennessee without a certificate of registration shall be fined \$200.00 for each year or part thereof during which the foreign limited partnership failed to register in Tennessee. All amounts due must be paid prior to the filing of the application for certificate of registration.**
 - **A foreign limited partnership transacting business in Tennessee without a certificate of registration may not maintain a proceeding in any court of this State until such time as it obtains a certificate of registration. However, the failure to obtain a certificate of authority does not impair the validity of its limited partnership acts or prevent it from defending itself in a court of this State.**
- A foreign partnership, either general or limited, or a foreign corporation shall not be deemed to be doing business in Tennessee solely by reason of its being a partner in a domestic or registered foreign limited partnership.
- **NOTE: In performing its ministerial filing duties, the Division of Business Services does not resolve or determine whether specific activities**

constitute “doing business” under the Tennessee Revised Uniform Limited Partnership Act.

LIMITED PARTNERSHIP NAME

- The name of a foreign limited partnership doing business in Tennessee must meet the requirements of TCA §61-2-102 (see page 10).

REGISTERED NAME

- A foreign limited partnership may register and reserve the name under which it transacts business, if the name is distinguishable upon the records of the Division of Business Services (see pages 10-12).

CERTIFICATE OF REGISTRATION

- A foreign limited partnership may apply for a certificate of registration to transact business in this State by filing with the Division of Business Services an application executed by a general partner that sets forth:
 1. The name of the foreign limited partnership, and if different, the name under which it proposes to register and do business in Tennessee;
 2. The jurisdiction where organized, the date of its organization and a statement from a general partner that, as of the date of filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization;
 3. The nature of the business or purposes to be conducted or promoted in Tennessee;
 4. The street address and zip code of its registered office in this State, the county in which that office is located, and the name of its registered agent at that office;
 5. The street address, including zip code, of its principal office;

6. The name and business, residence or mailing address and zip code of each of the general partners; and
 7. The date on which the foreign limited partnership first did, or intends to do, business in Tennessee.
- The applications must be accompanied by an original certificate of existence (often referred to as a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of limited partnership records in the jurisdiction under whose law it is formed. **(This certificate may not be more than two months old when received by the Division of Business Services);**
 - An application for certificate of registration that has been marked “Filed” and stamped with the name and title of the Secretary of State constitutes the certificate of registration.
 - The Division of Business Services provides form **#SS-4473** for filing an application for certificate of registration.
 - The filing fee for an application for certificate of registration is **\$600.00**.

AMENDED CERTIFICATE OF REGISTRATION

- A foreign limited partnership authorized to transact business in this State must obtain an amended certificate of registration from the Division of Business Services if:
 1. Any statement in the application for a certificate of registration was false when made; or
 2. Any matter described in the application for a certificate of registration has changed (other than a change in registered agent or registered office), making the application false.
- An amended certificate of registration is **not** required if the only change in the certificate of foreign limited partnership is related to the admission or substitution of limited partners.
- The requirements for obtaining an original certificate of registration apply to obtaining an amended certificate (see above).

- An application for amended certificate of registration that has been marked “Filed” and stamped with the name and title of the Secretary of State constitutes the amended certificate of registration.
- The Division of Business Services provides form **#SS-4474** for filing an application for amended certificate of authority.
- The filing fee for an application for amended certificate of registration is **\$20.00**.

REGISTERED OFFICE AND REGISTERED AGENT

- A foreign limited partnership authorized to transact business in this State must **continuously** maintain in this State both a registered office and a registered agent (see page 17).

Change of Registered Office or Agent, by Limited Partnership

- See page 18.

Change of Registered Office, by Registered Agent

- See page 18.

Resignation of Registered Agent

- See page 19.

CANCELLATION OF CERTIFICATE OF REGISTRATION

- A foreign limited partnership may cancel its certificate of registration by filing with the Division of Business Services an application for cancellation of certificate of registration executed by a general partner and setting forth:
 1. The name of the foreign limited partnership and, if different, the name under which it is registered to do business in Tennessee;

2. The name of the state or country under whose law it was organized;
 3. A statement that it is not transacting business in this State and that it surrenders its registration to transact business in this State;
 4. A statement that it either continues its registered agent in this State or revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this State;
 5. If the authority of its registered agent is revoked and the Secretary of State is appointed as its agent for service of process, a mailing address to which the Secretary of State may mail a copy of any process service on the Secretary of State; and
 6. A statement indicating a commitment to notify the Division of Business Services in the future of any change in its mailing address.
- An application for cancellation of certificate of registration that has been marked “Filed” and stamped with the name and title of the Secretary of State constitutes the cancellation of certificate of registration.
 - The Division of Business Services provides form **#SS-4475** for filing an application for cancellation of certificate of registration.
 - The fee for filing an application for cancellation of certificate of registration is **\$20.00**.

ADMINISTRATIVE REVOCATION BY DEPARTMENT OF REVENUE

- The certificate of registration for a foreign limited partnership may be revoked by the Commissioner of Revenue for failure to file applicable reports and/or for nonpayment of applicable fees and taxes. See TCA §67-4-2016 and §67-4-2116. The certificate is automatically revoked upon certification by the Commissioner of Revenue to the Division of Business Services of such noncompliance.

REINSTATEMENT FOLLOWING ADMINISTRATIVE REVOCATION BY DEPARTMENT OF REVENUE

- A foreign limited partnership whose certificate or registration has been administratively revoked by the Commissioner of Revenue may be reinstated by complying with the reinstatement procedures of the Department of Revenue and thereafter by submitting to the Division of Business Services a reinstatement fee of \$20.

Thereafter, the Division of Business Services will reinstate the limited partnership as soon as the Division receives electronic tax clearance verification from the Department of Revenue.

- Alternatively, the Department of Revenue may issue to the Division of Business Services a clearance notification indicating that a limited partnership is entitled to reinstatement under TCA §67-4-2016 or §67-4-2116. Upon receipt of such a notification, the Division may send a notice of reinstatement clearance to the limited partnership. The Division of Business Services will reinstate the limited partnership's certificate of registration upon receipt of the \$20 reinstatement fee.
- A limited partnership may be reinstated only if its name satisfies the requirements set forth in TCA §61-2-102.

CERTIFICATE OF CORRECTION

- A domestic or foreign limited partnership may correct a document filed with the Division of Business Services if the document:
 1. Contains an incorrect statement; or
 2. Was defectively executed, attested, sealed, verified, or acknowledged.
- A document is corrected by preparing and filing with the Division of Business Services a certificate of correction which:

1. Describes the document (including its filing date) or attaches a copy of the document to the certificate;
 2. Specifies the incorrect statement and the reason it is incorrect or the manner in which the execution was defective; and
 3. Corrects the incorrect statement or defective execution.
- A certificate of correction is effective on the effective time and date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, a certificate of correction is effective when filed.
 - The Division of Business Services provides form **#SS-4480** for filing a certificate of correction.
 - The filing fee for a certificate of correction is **\$20.00**.

CERTIFICATIONS

- Three types of certification service are provided by the Division of Business Services:
 - **Certificate of existence/authorization** - a document certifying:
 1. Whether the domestic limited partnership is duly organized under the law of this State, the date of its organization, and the period of its duration if less than perpetual, or whether the foreign limited partnership is registered to conduct affairs in this State;
 2. Whether all fees, taxes and penalties owed to this State which affect the existence or authorization of the domestic or foreign limited partnership have been paid (as reflected in the records of the Division of Business Services and the Tennessee Department of Revenue); and

3. Whether a certificate of cancellation or application for cancellation of a certificate of registration has been filed.

Subject to any qualification stated in the certificate, a certificate of existence or registration issued by the Division of Business Services may be relied upon as conclusive evidence that the domestic or foreign limited partnership is in existence or is registered to transact business in this State.

- **Certificate of fact** - A document certifying filing facts concerning mergers and name changes.

Mergers. A certificate of fact lists only recorded information in the Division's files relating to the names of the businesses merged, the name of the surviving business, and the date the merger was filed with the Division. The Division cannot interpret merger documents so as to certify other information that may be contained in such documents, such as the effective date of the merger.

Name changes. A certificate of fact lists only recorded information in the Division's files relating to the name of the business prior to the name change, the name of the business after the name change, and the date the name change was filed with the Division. The Division cannot interpret name change documents so as to certify other information that may be contained in such documents, such as the effective date of the name change.

- **Certified copy** - A certificate attached or certification affixed to a copy of a document so as to indicate that the copy is a true and exact copy of a document on file with the Division of Business Services. The certification includes the Secretary of State's signature, or a facsimile thereof, and the Seal of the State of Tennessee. **Such a certification is conclusive evidence that the original document is on file with the Secretary of State, as provided in TCA §61-2-1108.**
- Requests for certification services must be in person or by mail; telephone and/or FAX requests cannot be accepted by the Division of Business Services.

- Certification services can be requested by submitting form #SS-4238 an application for certificate of existence/authorization, or form #SS-4461, a document copy request (including request for certificate of fact).
- The certification service fee is **\$20.00** per limited partnership, regardless of the number of documents or pages certified. The fee must be paid at the time certification services are requested.

FREQUENTLY ASKED QUESTIONS

DO YOU HAVE TO USE AN ATTORNEY TO FORM A LIMITED PARTNERSHIP?

The statutes do not require the use of an attorney to form a limited partnership; however, the use of a professional may be advisable.

WHAT IS A CERTIFICATE OF LIMITED PARTNERSHIP?

A certificate of limited partnership is the document filed to become a limited partnership. It sets forth certain minimum information about the limited partnership that is required by law.

WHAT IS A CERTIFICATE OF EXISTENCE?

The certificate of existence, also known as a certificate of good standing, is a document issued by the state or country of formation that certifies that a limited partnership is active and has met the filing requirements for that jurisdiction.

WHAT IS A REGISTERED AGENT?

A limited partnership transacting business in Tennessee is required to have a person or legal entity located in this State designated to receive documents on its behalf, and this function is served by the registered agent. The registered agent's name and street address in Tennessee must be on file with the Division of Business Services at all times.

WHAT IS THE FEWEST NUMBER OF PEOPLE NEEDED TO FORM A LIMITED PARTNERSHIP?

One or more persons, but not less than all of the general partners, must execute a certificate of limited partnership.

DOES A LIMITED PARTNERSHIP NEED A CERTAIN AMOUNT OF CAPITAL TO ORGANIZE?

Tennessee does not set a minimum amount of capital to organize as a limited partnership.

DOES THE LIMITED PARTNERSHIP HAVE TO BE RECORDED ANYWHERE ELSE?

Each certificate filed with the Division of Business Services must also be filed with the Register of Deeds in the county in which the limited partnership has its principal office. A certificate of merger must be filed with the Register of Deeds in the county in which the limited partnership is to have its principal office and in each county in which a limited partnership which is a party to the merger had its principal office.

GLOSSARY

APPLICATION FOR CERTIFICATE OF REGISTRATION - A document that must be filed by a foreign limited partnership before the limited partnership may legally transact business in Tennessee.

CERTIFICATE OF CANCELLATION - A document that terminates a domestic limited partnership's existence following its dissolution.

CERTIFICATE OF LIMITED PARTNERSHIP - A document that is used to form a limited partnership and which sets out essential initial information about the limited partnership.

CERTIFIED COPIES - Copies certified by the Secretary of State to be true and exact copies of documents on file with the Division of Business Services.

DIVISION OF BUSINESS SERVICES - The division of the Tennessee Department of State that is responsible for executing the duties and functions of the Secretary of State relative to limited partnership filings in Tennessee.

DOMESTIC - A limited partnership formed in the State of Tennessee.

FOREIGN - A limited partnership formed in a state or country other than Tennessee.

GENERAL PARTNER - A person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and is so named in the certificate of limited partnership or similar instrument under which the limited partnership is organized (if so required).

LIMITED PARTNER - A person who has been admitted to a limited partnership as a limited partner as provided in TCA §§61-2-201 and 61-2-301, or, in the case of a foreign limited partnership, in accordance with the laws of the jurisdiction under which the limited partnership is organized (if so required).

NAME RESERVATION - The act of securing the use of a name before the formation or registration of a limited partnership.

PARTNER - A limited or a general partner.

PRINCIPAL OFFICE - The street address where the principal office of the limited partnership is located.

QUALIFICATION DATE - The date a foreign limited partnership obtains a certificate of registration to transact business in Tennessee.

REGISTERED AGENT - A person or legal entity in Tennessee that is designated to accept service of process for a limited partnership.

REGISTERED NAME - A limited partnership name secured by a foreign limited partnership before it obtains its certificate of registration.

REGISTERED OFFICE - The street address in Tennessee of the registered agent for service of process.

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